

BY-LAWS of the  
INTERNATIONAL SOCIETY OF ARBORICULTURE TEXAS CHAPTER

**ARTICLE I NAME**

The name of this organization shall be the "Texas Chapter" of the INTERNATIONAL SOCIETY OF ARBORICULTURE, hereafter referred to as the "Chapter".

**ARTICLE II OFFICES**

**2.01 Registered Office and Agent.** The registered office of the Chapter shall be located at 2013 Oakwood Trail, College Station, Texas 77854. John Giedraitis shall serve as registered agent for the chapter.

**2.02 Other Offices.** The Chapter may also have offices at such places within and without the State of Texas as the Executive Committee may from time to time determine or the business of the Chapter may require.

**ARTICLE III PURPOSE AND OBJECTIVES**

**3.01** To improve the practice of professional arboriculture through science, education, and public awareness.

**3.02** To provide training, certification, and continuing education of tree care professionals.

**3.03** Provide forums to disseminate current scientific tree care information.

**3.04** To stimulate a greater appreciation of proper tree care.

**3.05** To foster tree care research.

**ARTICLE IV MEMBERSHIP**

**4.01** Membership shall be open to all persons qualified for full membership under the Bylaws of the International Society of Arboriculture.

**4.02 REGULAR MEMBERSHIP.** Regular members shall be members-in- good-standing of both the Texas Chapter and the International Society of Arboriculture and be involved in the field of arboriculture.

**4.03 TEXAS CHAPTER-ONLY MEMBERSHIP.** Texas Chapter-Only members shall be members-in-good-standing of the Texas Chapter, but not of the International Society of Arboriculture.

**4.04 STUDENT MEMBERSHIP.** Student members shall be members- in-good-standing of both the Texas Chapter and the International Society of Arboriculture, and shall be enrolled in courses in arboriculture, supporting, or allied fields in an accredited institution, college, or university within the State of Texas.

**4.05 SUSTAINING MEMBERSHIP.** Sustaining memberships shall be open to commercial firms, individuals, and organizations who, through a desire to promote the aims, purposes, and welfare of the Texas Chapter, International Society of Arboriculture, make a substantial financial contribution to the Chapter on an annual basis.

**4.06 HONORARY MEMBERSHIP.** Honorary memberships shall be for life and be conferred upon individuals who have made substantial contributions to the advancement of arboriculture either through research, field practice, internal organization, literature, or teaching. Award of such membership shall be limited to one (1) individual per year by a two-thirds (2/3) vote of the Executive Committee.

**4.07** Any Honorary Membership conferred by the International Society of Arboriculture shall be bestowed by the Texas Chapter to all those honorary members that are eligible to Texas Chapter.

**ARTICLE V DUES AND VOTING PRIVILEGES**

**5.01** Membership dues and voting privileges shall be established by the Board of Directors in accordance with the Bylaws.

**5.02** Dues are not refundable. International Society of Arboriculture and Chapter dues shall be paid through the International Society of Arboriculture. All dues are annual dues. Fiscal year is January 1 to December 31.

**5.03 Membership classifications:**

**5.03.1 REGULAR MEMBERS.** Regular members shall pay annual dues and be members in good standing of both the Texas Chapter and the International Society of Arboriculture. All voting members shall be verified by the Executive Director of the Texas Chapter as of June 1<sup>st</sup>, each year, to have the privilege of voting and holding office.

**5.03.2 TEXAS CHAPTER-ONLY MEMBERS.** Texas Chapter- Only Members shall include those members in good standing in the Texas Chapter of the International Society of Arboriculture who do not maintain membership in the International Society of Arboriculture. Texas Chapter- Only Members shall pay annual dues and shall have all privileges of regular membership except the right to vote and hold office.

**5.03.3 STUDENT MEMBERS.** Student members shall be a member in good standing of the International Society of Arboriculture ("student"), pay annual dues, and shall have all privileges of regular membership except the right to vote and hold office.

**5.03.4 SUSTAINING MEMBERS.** Sustaining members annual dues shall be the basis of their financial support as determined by the Board of Directors. This membership shall be eligible for one (1) membership to be designated in writing to the President of the Texas Chapter during the first quarter of the fiscal year. This designated person shall have all rights and privileges accorded to regular members.

**5.3.5 HONORARY MEMBERS.** Honorary members shall hold membership for life without payment of dues and shall have all privileges accorded to regular members.

**5.03.6 LIFE MEMBERS.** Life members of the International Society of Arboriculture shall be required to pay annual dues to the Texas Chapter and shall be accorded all rights and privileges of regular membership.

**5.04** Dues shall be determined each year by the Board of Directors, to become effective the following January 1. Members remaining in arrears with dues as of March 1, shall be dropped from the Chapter membership.

**ARTICLE VI TERMINATION OF MEMBERSHIP**

**6.01** Any member may be suspended, or membership terminated for just cause. Sufficient cause for such suspension or termination shall be:

(a) Non-payment of dues.

(b) Violation of any of the provisions of the Chapter Constitution, Bylaws, rules, agreement, or practices properly adopted by the International Society of Arboriculture and this Chapter, or any other conduct prejudicial to the interests of the International Society of Arboriculture or this Chapter.

**6.02** Such suspension or termination shall be by two thirds (2/3) vote of the Board of Directors and, after due notice, an opportunity of a hearing.

**ARTICLE VII MEETINGS**

**7.01 ANNUAL MEETINGS.** An annual meeting of the members shall be held each fiscal year of the Chapter. At each annual meeting, the members shall transact such business as may be properly brought before the meeting. The Annual Chapter meeting site and month of said meeting shall be determined by the Board of Directors.

**7.02 GENERAL MEETINGS.** Meetings of members for any purpose, may be held at such time and place, within or without the State of Texas, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

**7.03 CALL FOR SPECIAL MEETINGS.** Special meetings of the members may be called by the president, the board of directors, by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting. Business transacted at all special meetings shall be confined to the objects stated in the notice of the meeting, unless such notice shall be waived.

**7.04 NOTICE.** Unless notice is waived, written or printed notice stating the place, date, and time of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally, by mail or e-mail, by or at the direction of the President, the Executive Director or the officer or person calling the meeting, to each member entitled to vote at the meeting.

**7.05 QUORUM; ADJOURNMENTS.** Ten percent of the voting members, present in person, shall constitute a quorum. When a quorum is present at any meeting, the vote of a majority of the members having voting power present in person shall decide any questions before such meeting, unless the question is one upon which express provision of the statutes, the Articles of Incorporation, or these Bylaws, a different vote is required, in which case such express provision shall govern. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

**7.06 UNANIMOUS CONSENT.** Any action which may be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

## ARTICLE VIII

### CHAPTER OFFICERS, DIRECTORS AND REPRESENTATION ON THE INTERNATIONAL SOCIETY OF ARBORICULTURE

**8.01** Chapter officers shall consist of President, Immediate Past President, President-Elect, Vice-President, Treasurer, and Council of Representatives Liaison (CoR). These officers shall be elected from the membership and serve for one (1) year. The Editor, Treasurer and Council of Representatives (CoR) may succeed themselves in office.

**8.02** The Chapter shall elect not more than nine (9) directors to the Board of Directors from the membership to serve a 3-year term and their terms shall be so arranged that, where possible, approximately one third (1/3) of the Board shall be elected each year.

**8.03** The Chapter Liaison to the ISA Certification Board shall be elected from the membership to serve a three (3) year term, unless completing and unexpired term.

**8.04** Nomination of office holders shall be through a nominating committee appointed, and Chair designated, by the acting President at the first Board Meeting of the fiscal year. This committee shall solicit nominations from the membership and present at least one (1) nominee for each office to the Board of Directors for approval. Office holders will be voted on by mail ballot and those receiving the most votes will be declared elected.

**8.05** Installation of officers shall be a formality at the annual meeting.

## ARTICLE IX GOVERNING BODY OF THE CHAPTER

**9.01** Chapter Board of Directors shall be the Chapter governing body. This committee shall consist of all officers, directors, the Chapter representative (liaison) to the International Society of Arboriculture Council of Representatives, and the Chapter Certification Liaison to the ISA Certification Board.

**9.02** This committee shall convene at least twice a year, or on call of any three (3) members of this committee.

**9.03** A majority of Board of directors are required to form a quorum.

**9.04** The Board of Directors shall be empowered to act for the Chapter at and between its annual meetings, the supervision of the Chapter financial affairs, the filling of vacancies which may occur in any elective or appointed office of the Chapter, unless otherwise provided for. The Board of Directors shall approve all just bills, but in no case shall the Board of Directors obligate the Chapter financially beyond the available funds in the treasury. The Board of Directors may authorize an amount as it determines, to the President, or the Presidents designated alternate, as partial reimbursement, for travel and necessary expenses incurred during the Presidents term of office. It may authorize an amount as it determines for expenses of the Chapter's Representative to the International Society of Arboriculture Council of Representatives. The Board of Directors shall administer a separate tax- exempt fund or funds organized exclusively for educational purposes relating to the practice of arboriculture. The Board of Directors shall handle such other Chapter affairs as may be brought to its attention by individual members of the Chapter.

**9.05 REMOVAL.** Any member of the Board of Directors may be removed, with cause, by a majority vote of the Board of Directors.

**9.06 Email Meetings.** The Executive Committee or President may authorize a Board of Directors meeting via email when necessary, provided that ten (10) business-day notice is given to each board member (via personally, phone, email, or voice mail). An agenda outlining the issue shall be submitted at this time. Each meeting shall address one topic only. Additional issues will require separate meetings. The email meeting rules of conduct shall

have the same order as regular board meetings with the following exceptions:

9.06.01 The President or designee shall issue the meeting notice via email and include these procedures in the notice.

9.06.02 The Executive Director shall act as the meeting secretary (MS). The President shall choose a meeting secretary in the Executive Director's absence.

9.06.03 The President shall state the motion (include topic and date in subject line) request a second. After receiving a second, the motion will be open for discussion. The discussion period will last three (3) business days. In order to keep track of discussion, all replies will be to all and shall include the topic in the subject line of the email.

9.06.04 Following the three-day discussion period, the President shall restate the motion and call the vote. The voting shall last two (2) business days. All email votes shall be sent to the President and the meeting secretary. At the end of the two-day voting period, the meeting secretary shall tally all the votes and ascertain that a quorum is met. If a quorum is not met, the meeting shall be postponed until a later date set by the President. The meeting secretary shall announce the results to the board at the end of voting period and include the list of each member's vote in the email.

9.06.05 The President shall declare the meeting closed once the voting results are announced. A written record of the meeting and outcome shall be included in the regular board meeting minutes to be approved at the next board meeting.

9.07 Telephone Conference Meetings. The Executive Committee or President may authorize a Board of Directors meeting via telephone conference or similar form of telecommunication, when necessary, provided that ten (10) business days' notice is given to each board member (via personally, phone, email, or voice mail). An agenda outlining the issues shall be submitted at this time. The Board is authorized to conduct any lawful business by telephone conference meetings as provided in these By-laws.

#### ARTICLE X NOTICES

10.01 Formalities of Notices. Whenever under the provisions of the statutes or of the Articles of Incorporation or of these Bylaws, notice is required to be given to any Board of Directors or member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given in writing by e-mail or by mail, postage prepaid, addressed to such director or member at such address as it appears on the books of the Chapter. Any notice required or permitted to be given by mail shall be deemed to be given at the time when the same shall have been deposited in the United States mails as aforesaid.

10.02 Waiver of Notices. Whenever any notice is required to be given to any member or Board of Directors of the Chapter under the provision of the statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Signing of the minutes of any meeting (whether the original or a copy thereof) shall be deemed a waiver by such signer of notice of such meeting and of any other formalities with respect to such meeting.

#### ARTICLE XI DUTIES OF CHAPTER OFFICERS AND EXECUTIVE COMMITTEE MEMBERS

11.01 All officers are installed at the annual meeting and shall perform the duties of their respective offices.

11.02 President. President shall be the directing head of the Chapter; shall call and preside over the Board of Directors and/or Executive Committee meetings (at least twice a year) and the annual Chapter meeting; and closely cooperate with the Executive Director and Editor to the best interest of the Chapter. The President shall also serve on the International Society of Arboriculture Chapter Presidents Committee. The President shall appoint all standing committee chair upon taking office and may appoint committees to act during the President's term of office or at the annual meeting.

11.03 President-Elect. President-Elect shall succeed to the presidency the following year or upon vacancy in that office. The President-Elect shall assist the President and Vice-President with their duties. The President-Elect will also fulfill the role of Conference Chair. In the absence of the President, the President-Elect shall perform the duties pertinent to that office.

**11.04 Vice-President.** Vice-President shall assist both President and President-Elect and plan ahead for future annual meetings. In the absence of the President or President-Elect the Vice-President shall perform the duties pertinent to those offices. The Vice-President shall serve as Chair of the Education membership Committee.

**11.05 Editor.** Editor shall procure and edit article material for the Chapter newsletter on the instruction of the President and/or the Board of Directors. The Editor shall aid in the budget analysis with respect to the cost of preparing and distributing the Chapter newsletter.

**11.06 Immediate Past President.** Immediate Past President will serve as a mentor to the President and other officers and assist the officers and Board as needed. Immediate Past President will also serve as Chair to the Nominating and Awards sub-committees.

**11.07 Executive Director.** Executive Director shall consult with Treasurer and other officers to prepare fiscal year financial statements (for the fiscal year January 1 to December 31) to be presented to the Board of Directors for approval. Items included shall be anticipated receipts, proposed expenditures for office expense, programs, publications, and a contingency fund. The Executive Director shall keep records of membership and finances at all times and present a formal report to the membership at the annual meeting. The Executive Director may be required to be bonded at the discretion of the Board of Directors. The Executive Director will be appointed by the Board of Directors and will not be a voting member of the Board of Directors. The Executive Director is a paid contractor of ISAT and will have periodic reviews of said contract by the Executive Committee or as determined by the President.

**11.08 Treasurer.** The Treasurer shall have and perform all duties commonly incident to, and vested in, the office of Treasurer of a corporation, as well as all duties delegated and designated by the Board of Directors or the President, including, but not limited to: the administration of the fiscal and financial policies of the Texas Chapter; supervision and maintenance of accurate corporate financial records; the establishment and maintenance of financial accounts; the preparation of financial documentation requested by the Board; and, the fiscal management of Texas Chapter monies. The Treasurer shall serve as a voting member of the Executive Committee, and as Chair of the Finance Committee.

#### **ARTICLE XII EXECUTIVE COMMITTEE**

**12.01** There shall be an Executive Committee consisting of the six officers, and the Editor with the Executive Director serving in an ex officio, non-voting capacity.

**12.02** The Executive Committee may act for the Board of Directors pursuant to the delegation of authority to such committee by the Board of directors. The Executive Committee shall be responsible for the day-to day operations of the Chapter, operating in accord with policy established by the Board of Directors. Actions of the Executive Committee can be in person, by mail, by telephone conference calls or by e-mail.

**12.03** A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee. The President shall call such meetings of the Executive Committee as the business of the Chapter may require.

#### **ARTICLE XIII GENERAL PROVISIONS**

**13.01 Seal and Official Records.** The seal of the Chapter, the stock certificate book, the membership book, and its financial records shall be of the type determined and established by the Board of Directors and may be changed from time to time in its discretion.

**13.02 Policy and Procedures Manual.** The Chapter shall maintain a current and up-to-date Policy and Procedures Manual that shall include Conflicts-of-interest policies and procedures Whistle-blower policies and procedures Document-retention policies and procedures Chapter financial policies and procedures and other policies and procedures deemed appropriate by the Board.

#### **ARTICLE XIV AMENDMENTS**

The Bylaws may be amended by a favorable vote of at least two thirds of the Board of Directors, provided such changes have been presented to all members of the Board of Directors at least thirty days in advance of the meeting. The Bylaws may also be amended by a favorable vote of at least two thirds of the membership participating in the Annual Business Meeting.

**ARTICLE XV DISSOLUTION OF THE CHAPTER**

In the event of dissolution of the Chapter, the Board of Directors shall, after paying or making provisions for payments of all liabilities of the Chapter, and after disposing of all other assets of the Chapter, distribute the remaining monetary assets to the International Society of Arboriculture Research Trust Fund, or, in the event that this fund is defunct, a similar arboricultural research/education fund.

**ARTICLE XVI PARLIAMENTARY PROCEDURE**

The Parliamentary Procedure of the Chapter shall be in accord with Robert’s Rule of Order.

**ARTICLE XVII INDEMNIFICATION**

**17.01 Covered Person.** As used herein, the term “Covered Person” means (i) each director, officer, or employee or former director, officer, or employee of the Chapter, (ii) any person who may have served at its request as director, officer, or employee of another corporation in which it owns shares of stock, or of which it is a creditor.

**17.02** The Chapter shall indemnify each Covered Person against expenses actually and necessarily incurred by any Covered Person and any amount paid in satisfaction of judgments in connection with any action, suit, or proceeding whether civil or criminal in nature, in which any Covered Person is made a party by reason of being or having been such a director, officer, or employee (whether or not a director, officer, or employee at the time such costs or expenses are incurred by or imposed upon the Covered Person) except in relation to matters as to which the Covered Person shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. The Chapter may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee of the directors not involved in the matter of controversy, whether or not a quorum, that it was to the interest of the chapter that such settlement be made and that such director, officer, or employee was not guilty of gross negligence or willful misconduct. Such right of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer, or employee may be entitled by law or under any by-law, agreement, vote of member or otherwise.

**ARTICLE XVIII COMMITTEES**

The Texas Chapter is a committee-driven organization and may have the following standing committees as well as other temporary committees as deemed advisable by the governing body and appointed by the President:

A. Educational Events	B. Texas Tree Conference	C. Texas Tree Climbing Competition
D. Publicity and Outreach	E. Advocacy	F. Research and Scholarships
G. Executive		

**ARTICLE XIX INVALID PROVISIONS**

If any part of these Bylaws shall be held invalid or inoperative, for any reason, the remaining parts, so far as possible and reasonable, shall be valid, and operative.

**ARTICLE XX TABLE OF CONTENTS; HEADINGS**

The Table of Contents and Headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.